

1 David H.S. Commins (CSBN 124205)  
2 Kenneth C. Webster (CSBN 179058)  
3 COMMINS & WEBSTER, P.C.  
4 400 Montgomery Street, Suite 200  
5 San Francisco, CA 94104  
6 Tel (415) 391-6490  
7 Fax (415) 391-6493  
david@commins.com  
ken@commins.com

8 Attorneys for Plaintiff  
9 Shoreline Capital Management, Ltd.

10  
11  
12 UNITED STATES DISTRICT COURT  
13 NORTHERN DISTRICT OF CALIFORNIA  
14 SAN JOSE DIVISION

15  
16 SHORELINE CAPITAL MANAGEMENT,  
17 LTD., a British Virgin Islands company  
limited by shares,

No. JW CV 08 0121

18 Plaintiff,

19 vs.  
20 XIAOBING SUN, an individual, also  
known as DANIEL SUN,  
21  
22  
23 DECLARATION OF YAN WEN  
SUPPORTING EX PARTE APPLICATION  
FOR TRO AND OSC RE PRELIMINARY  
INJUNCTION, AND FOR ORDER  
GRANTING LEAVE TO CONDUCT  
EXPEDITED DISCOVERY

Defendant.

I, Yan Wen, say:

1. I am an employee of Guangzhou United (GU), the onshore  
agent of Shoreline Capital Consulting (Shenzhen) Co., Ltd. (Shoreline Shenzhen), the  
wholly-owned subsidiary of Shoreline Capital Management, Ltd. (Shoreline) that is  
the Plaintiff in this action. GU's agency contract with Shoreline Shenzhen is for the  
sole purpose of employing Shoreline personnel and it is 100% funded by  
Shoreline. I have personal knowledge of the matters set forth in this Declaration and  
would competently testify to them if called as a witness.

- 1 -

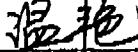
24 DECLARATION OF YAN WEN SUPPORTING EX PARTE APPLICATION FOR TRO  
25 AND OSC RE PRELIMINARY INJUNCTION, AND FOR ORDER GRANTING LEAVE TO  
26 CONDUCT EXPEDITED DISCOVERY

1  
2. As a member of the deal sourcing team at Guangzhou United,  
3 a Shoreline China firm, I have become acquainted with the employees of the four  
4 primary asset management firms from whom we buy debt portfolios. Once such seller  
5 is Huarong Asset Management Company (Huarong). In my contacts with Huarong, I  
have met with Huarong's District Supervisory, Mr. Shuikang Sun.  
6

7. Not long after August 15, 2007, Deguang Zheng, another  
8 employee of Guangzhou United, a Shoreline China firm, and I visited Shuikang Sun  
9 in his office at Huarong to discuss a potential investment we were considering buying  
10 from Huarong. Shuikang Sun informed us that our colleague, Mr. Xiaobing Sun had  
called him on August 15, 2007 and solicited a meeting to discuss potential deals.  
11 Shuikang Sun told us that Xiaobing Sun told him on the phone that he was with  
12 Shoreline or Guangzhou United and so Shuikang Sun agreed to the meeting. Shuikang  
13 Sun informed us that Xiaobing Sun attended the meeting with another former  
14 Shoreline employee named Jianping Zhou and arranged to begin due diligence on a  
15 potential portfolio of loans for investment. After the meetings, Mr Zhou and Xiaobing  
Sun told him that they were not with Shoreline and Guangzhou United anymore and  
handed Mr Shuikang Sun a business card with a different company's name on it.  
16

17 I declare under penalty of perjury under the laws of the United States that the  
18 foregoing is true and correct.

19  
20 Executed this 10 day of January, 2008 at Guangzhou, China.  
21

22  
23   
24 \_\_\_\_\_  
25  
26  
27  
28